

UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION

SECURITIES EXCHANGE COMMISSION)	
)	Civ. No. 4:12-CV-00505
Plaintiff,)	
)	
v.)	
)	
THOMAS D. COLDICUTT, JR.)	
ELIZABETH L. COLDICUTT)	
ROBERT C. WEAVER, JR.)	
CHRISTOPHER C. GREENWOOD)	
LINDA S. FARRELL)	
SUSANA GOMEZ)	
)	
Defendants.)	

DECLARATION OF ELIZABETH L. COLDICUTT IN SUPPORT
OF DEFENDANTS' MOTION TO TRANSFER VENUE

I, Elizabeth L. Coldicutt, submit this declaration in support of the Defendants' motion to transfer venue. All statements are based on personal knowledge except as otherwise indicated.

1. I am a Defendant in this action, *SEC v. Thomas D. Coldicutt, Jr., et al.*, Civil Action No. 4:12-CV-00505, U.S.D.C., E.D. Tex. (2012).

2. I am well acquainted with all of the other Defendants in this lawsuit. They are all social friends, family, and/or long-time business associates of my husband, Thomas D. Coldicutt, Jr. Christopher Greenwood is my son. Robert Weaver is a longtime friend and associate of my husband. Susana Gomez is a long time friend of our family who began doing housekeeping and catering for us but became a close social friend. Linda Farrell has been working for my husband for more than a decade as his executive assistant.

3. Each of the Defendants lives and works in the Rancho Mirage, California, or San Diego, California areas. None has any connection with the Northern District of Texas.

4. The SEC has named in its Complaint 15 companies which it alleges are part of a scheme involving me and the other Defendants. At my attorney's request, I obtained from the former principals of these companies shareholders' lists from the public offerings to determine where these shareholders reside and their geographic distribution.

5. I have broken down by geographic location the number of investors in the 15 companies implicated by the SEC in the Complaint in a spreadsheet I've attached as Exhibit A to this Declaration. As shown in the spreadsheet, of about 420 investors, 163 reside in Central and Southern California, 193 reside in the Tijuana area, and only 2 reside in Texas. Both of these purchased in a single offering, Los Rocas. I did not break out the investors by Central versus Southern District of California in my spreadsheet, but I later re-analyzed the lists, and 125 were in the Central District and 41 in the Southern.

6. I would add the following qualifications to this spreadsheet. First, I based this analysis entirely on the location of the investors at the time of the companies' public offerings, which occurred from 2007 through 2010. Second, there may be a handful of investors who invested in multiple offerings, but on information and belief based on statements by the principals of the companies and also my review of the investors in assembling the spreadsheet, I believe this was very infrequent.

7. I and my husband, Tom Coldicutt, reside at 36 Bonita, Rancho Mirage, California. I conduct all my activities, whether business or non-profit, out of my home.

To the extent I have any records relating to the SEC's allegations, whether belonging to my company, White Castle Productions, Inc., or to me personally, they would be located at my home. My husband, Tom Coldicutt, has an office at 42700 Bob Hope Drive, Rancho Mirage, California, where he conducts his business through Claridge. That is his sole office, and all of his business records are located there. His executive assistant, Linda Farrell, who is also a defendant in this lawsuit, works at my husband's office. Her residence is in Indio, California, about 12 miles away. My son, Christopher Greenwood, also resides in Rancho Mirage, a very short distance from my home.

I declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the foregoing is true and correct. Executed on October 18, 2012

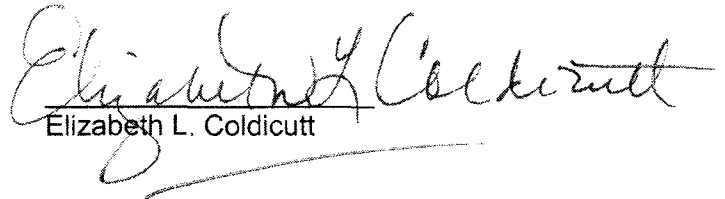

Elizabeth L. Coldicutt

Exhibit A

LOCATION OF INVESTORS (based on shareholder's lists)

Company	Tijuana, Baja Area	CA- Central/Southern Districts	Rest of CA	Other States in Pacific Standard Time	Texas – Eastern District	Other Texas	Other US States	Foreign	TOTAL
Bomps	25	1	0	0	0	0	0	0	26
Canusa	0	0	0	0	0	0	0	31	31
Centaurus	11	13	0	2	0	0	4	0	30
Green Star	11	19	0	1	0	0	0	0	31
Laredo	0	32	0	0	0	0	0	0	32
Las Rocas	0	17	0	0	2	0	6	1	26
Mesquite	17	9	0	0	0	0	0	0	26
Mondas	26	0	0	1	0	0	0	0	27
Red Sun	11	15	3	0	0	0	0	0	29
Rite Time	0	27	0	1	0	0	0	0	28
Saguaro	25	0	0	0	0	0	0	1	26

Company	Tijuana Baja Area	CA-Central/ Southern Districts	Rest of CA	Other States in Pacific Standard Time Zone	Texas- Eastern District	Other Texas	Other US States	Foreign	TOTAL
Sienna	15	12	0	0	0	0	0	0	27
Wilson Creek	27	0	0	0	0	0	0	1	28
Wolfe Creek	8	13	2	3	0	0	1	0	27
Wollemi	17	8	0	0	0	0	0	1	26
TOTAL	193	166	5	8	2	0	11	35	420